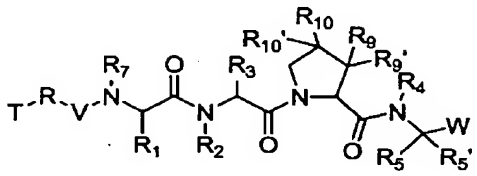
IN THE CLAIMS:

Please amend claims 1-54 as follows:

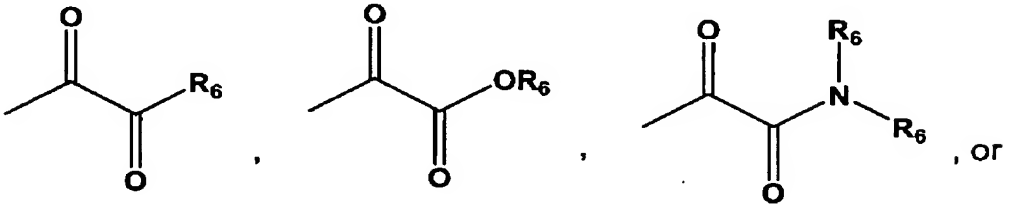
1. (original) A compound of formula I:

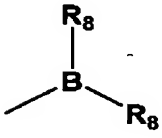


I

or a pharmaceutically acceptable salt, or mixtures thereof, wherein:

W is:





wherein each R_6 is independently:

hydrogen-,

(C1-C12)-aliphatic-,

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-cycloalkyl- or cycloalkenyl-,

[(C3-C10)-cycloalkyl- or cycloalkenyl]-(C1-C12)-aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)-aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-, or

wherein up to 3 aliphatic carbon atoms in each R_6 may be optionally replaced with S, -S(O)-, $-S(O)_2-$, -O-, -N-, or -N(H)- in a chemically stable arrangement;

wherein R_6 may be optionally substituted with up to 3 J substituents; or

two R_6 groups, together with the nitrogen atom to which they are bound, may optionally form a 5- to 6-membered aromatic or a 3- to 7-membered saturated or partially unsaturated ring system wherein up to 3 ring atoms may be optionally replaced with N, NH, O, S, SO, and SO_2, wherein said ring system may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or a (C3-C10)heterocyclyl, wherein any ring has up to 3 substituents selected independently from J;

wherein each R_8 is independently -OR'; or the R_8 groups together with the boron atom, may optionally form a (C3-C10)-membered heterocyclic ring wherein each R_8 is independently -OR'; or the R_8 groups together with the boron atom, may optionally form a (C3-C10)-membered heterocyclic ring having, in addition to the boron, up to 3 ring atoms optionally replaced with N, NH, O, S, SO, and SO_2;

J is halogen, -OR', $-NO_2$, -CN, $-CF_3$, $-OCF_3$, -R', oxo, thioxo, =N(R'), =N(OR'), 1,2-methylenedioxy, 1,2-ethylenedioxy, $-N(R')_2$, -SR', -SOR', $-SO_2R'$, $-SO_2N(R')_2$, $-SO_3R'$, -C(O)R', -C(O)C(O)R', -C(O)C(O)OR', -C(O)C(O)NR', $-C(O)CH_2C(O)R'$, -C(S)R', -C(S)OR', -C(O)OR', -OC(O)R', $-C(O)N(R')_2$, $-OC(O)N(R')_2$, $-C(S)N(R')_2$, $-(CH_2)_{0-2}NHC(O)R'$, -N(R')N(R')COR', -N(R')N(R')C(O)OR', $-N(R')N(R')CON(R')_2$, $-N(R')SO_2R'$, $-N(R')SO_2N(R')_2$, -N(R')C(O)OR', -N(R')C(O)R', -N(R')C(S)R', $-N(R')C(O)N(R')_2$, $-N(R')C(S)N(R')_2$, -N(COR')COR', -N(OR')R', $-C(=NH)N(R')_2$, -C(O)N(OR')R',

$-C(=NOR')R'$, $-OP(O)(OR')_2$, $-P(O)(R')_2$, $-P(O)(OR')_2$, or $-P(O)(H)(OR')$; wherein;

R' is independently selected from:

hydrogen-,

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,

(C5-C10)-heteroaryl-, and

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 5 atoms in R' may be optionally and independently substituted with J;

wherein two R' groups bound to the same atom may optionally form a 5- to 6-membered aromatic or a 3- to 7-membered saturated or partially unsaturated ring system wherein up to 3 ring atoms may be optionally replaced with a heteroatom independently selected from N, NH, O, S, SO, and SO_2, wherein said ring system may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or a (C3-C10)heterocyclyl, wherein any ring has up to 3 substituents selected independently from J;

R_5 and $R_{5'}$ are each independently hydrogen or (C1-C12)-aliphatic, wherein any hydrogen may be optionally replaced with halogen; wherein any terminal carbon atom of R_5 may be optionally substituted with sulfhydryl or hydroxy; or R_5 is Ph or $-CH_2Ph$ and $R_{5'}$ is H, wherein said Ph or $-CH_2Ph$ group may be optionally substituted with up to 3 substituents independently selected from J; or

R_5 and $R_{5'}$ together with the atom to which they are bound may optionally form a 3- to 6-membered saturated or partially unsaturated ring system wherein up to 2 ring atoms may be optionally replaced with N, NH, O, SO, or SO_2; wherein said ring system has up to 2 substituents selected independently from J;

R_2, R_4, and R_7 are each independently:

hydrogen-,

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl-(C1-C12)-aliphatic-, or

(C6-C10)-aryl-(C1-C12)-aliphatic-;

wherein up to two aliphatic carbon atoms in each of R_2, R_4, and R_7 may be optionally replaced with S, -S(O)-, $-S(O)_2-$, -O-, -N-, or -N(H)- in a chemically stable arrangement;

wherein each of R_2, R_4, and R_7 may be independently and optionally substituted with up to 3 substituents independently selected from J;

R_1 and R_3 are each independently:

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl- or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-(C1-C12)aliphatic-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 3 aliphatic carbon atoms in each of R_1 and R_3 may be optionally replaced with S, -S(O)-, $-S(O)_2-$, -O-, -N-, or -N(H)- in a chemically stable arrangement;

wherein each of R_1 and R_3 may be independently and optionally substituted with up to 3 substituents independently selected from J;

R_9, $R_{9'}$, R_{10}, and $R_{10'}$ are each independently -X-Y-Z;

X is a bond, $-C(H)(R_6)-$, -O-, -S-, or $-N(R_{11})-$;

R_{11} is:

hydrogen-,
(C1-C12)-aliphatic-,
(C6-C10)-aryl-,
(C6-C10)-aryl-(C1-C12)aliphatic-,
(C3-C10)-cycloalkyl- or cycloalkenyl-,
[(C3-C10)-cycloalkyl- or cycloalkenyl]-(C1-C12)-aliphatic-,
(C3-C10)-heterocyclyl-,
(C3-C10)-heterocyclyl-(C1-C12)-aliphatic-,
(C5-C10)-heteroaryl-, or
(C5-C10)-heteroaryl-(C1-C12)-aliphatic-,

wherein up to 3 aliphatic carbon atoms in each R_{11} may be optionally replaced with S, -S(O)-, $-S(O)_2-$, -O-, -N-, or -N(H)- in a chemically stable arrangement;

wherein R_{11} may be optionally substituted with up to 3 J substituents; or

wherein R_{11} and Z together with the atoms to which they are bound, optionally form a nitrogen containing 5-7-membered mono- or 6-11-membered bicyclic ring system optionally substituted with up to 3 J substitutents, wherein up to 3 ring atoms in said ring system may be optionally replaced with O, NH, S, SO, or SO_2 in a chemically stable arrangement;

Y is a bond, $-CH_2-$, -C(O)-, -C(O)C(O)-, -S(O)-, $S(O)_2-$, or -S(O)(NR_{12})-;

R_{12} is:
hydrogen-,
(C1-C12)-aliphatic-,
(C6-C10)-aryl-,
(C6-C10)-aryl-(C1-C12)aliphatic-,
(C3-C10)-cycloalkyl- or cycloalkenyl-,
[(C3-C10)-cycloalkyl- or cycloalkenyl]-(C1-C12)-aliphatic-,
(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)-aliphatic-,
(C5-C10)-heteroaryl-, or
(C5-C10)-heteroaryl-(C1-C12)-aliphatic-,

wherein up to 3 aliphatic carbon atoms in each R_{12} may be optionally replaced with S, -S(O)-, $-S(O)_2-$, -O-, -N-, or -N(H)-, in a chemically stable arrangement;

wherein R_{12} may be optionally substituted with up to 3 J substituents;

Z is:
hydrogen-,
(C1-C12)-aliphatic-,
(C3-C10)-cycloalkyl- or -cycloalkenyl-,
[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,
(C6-C10)-aryl-,
(C6-C10)-aryl-(C1-C12)aliphatic-,
(C3-C10)-heterocyclyl-,
(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,
(C5-C10)-heteroaryl-, or
(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to three aliphatic carbon atoms in Z may be optionally replaced with S, -S(O)-, $-S(O)_2-$, -O-, -N-, or -N(H)-, in a chemically stable arrangement;

wherein any ring may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

wherein Z may be independently and optionally substituted with up to 3 substituents independently selected from J;

V is -C(O)-, -S(O)-, or $-S(O)_2-$;

R is -C(O)-, -S(O)-, $-S(O)_2-$, $-N(R_{12})-$, -O-, or a bond;

T is:
(C1-C12)-aliphatic-;

(C6-C10)-aryl-,
(C6-C10)-aryl-(C1-C12)aliphatic-,
(C3-C10)-cycloalkyl or -cycloalkenyl-,
[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,
(C3-C10)-heterocyclyl-,
(C3-C10)-heterocyclyl-(C1-C12)-aliphatic-,
(C5-C10)-heteroaryl-, or
(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 3 aliphatic carbon atoms in T may be replaced with S, -S(O)-, -S(O)$_2$-, -O-, -N-, or -N(H)-, in a chemically stable arrangement;

wherein each T may be optionally substituted with up to 3 J substituents; or

T is selected from -N(R_6)($R_{6'}$); and

$R_{6'}$ is
hydrogen-,
(C1-C12)-aliphatic-,
(C6-C10)-aryl-,
(C6-C10)-aryl-(C1-C12)aliphatic-,
(C3-C10)-cycloalkyl- or cycloalkenyl-,
[(C3-C10)-cycloalkyl- or cycloalkenyl]-(C1-C12)-aliphatic-,
(C3-C10)-heterocyclyl-,
(C3-C10)-heterocyclyl-(C1-C12)-aliphatic-,
(C5-C10)-heteroaryl-, or
(C5-C10)-heteroaryl-(C1-C12)-aliphatic-, or

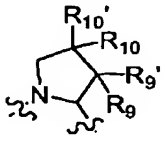
wherein up to 3 aliphatic carbon atoms in each $R_{6'}$ may be optionally replaced with S, -S(O)-, -S(O)$_2$-, -O-, -N-, or -N(H)- in a chemically stable arrangement;

wherein $R_{6'}$ may be optionally substituted with up to 3 J substituents; or

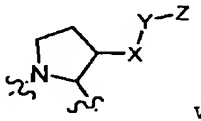
R_6 and $R_{6'}$, together with the nitrogen atom to which they are bound, may optionally form a (C3-C10)-

heterocyclic ring system wherein said ring system may be optionally substituted with up to 3 substituents independently selected from J.

2. (original) The compound according to claim 1, wherein the



radical is,



wherein;

in R_9, R_{10}, and $R_{10'}$, X and Y are both a bond and Z is hydrogen; and in $R_{9'}$;

X is a bond;

Y is a bond, $-CH_2-$, or $-C(O)-$; and

Z is (C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to three aliphatic carbon atoms in Z may be optionally replaced with S, $-S(O)-$, $-S(O)_2-$, -O-, -N-, or $-N(H)-$, in a chemically stable arrangement;

wherein any ring may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

wherein Z may be independently and optionally substituted with up to 3 substituents independently selected from J.

3. (original) The compound according to claim 2, wherein in R_9;
X is a bond;
Y is a bond; and
Z is (C1-C12)-aliphatic-,
(C3-C10)-cycloalkyl- or -cycloalkenyl-,
[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,
(C6-C10)-aryl-,
(C6-C10)-aryl-(C1-C12)aliphatic-,
(C5-C10)-heteroaryl-, or
(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to three aliphatic carbon atoms in Z may be optionally replaced with S, -S(O)-, $-S(O)_2-$, -O-, -N-, or -N(H)-, in a chemically stable arrangement;

wherein any ring may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

wherein Z may be independently and optionally substituted with up to 3 substituents independently selected from J.

4. (original) The compound according to claim 3, wherein in
R_9;
X is a bond;
Y is a bond; and
Z is (C1-C12)-aliphatic-,
(C3-C10)-cycloalkyl- or -cycloalkenyl-,

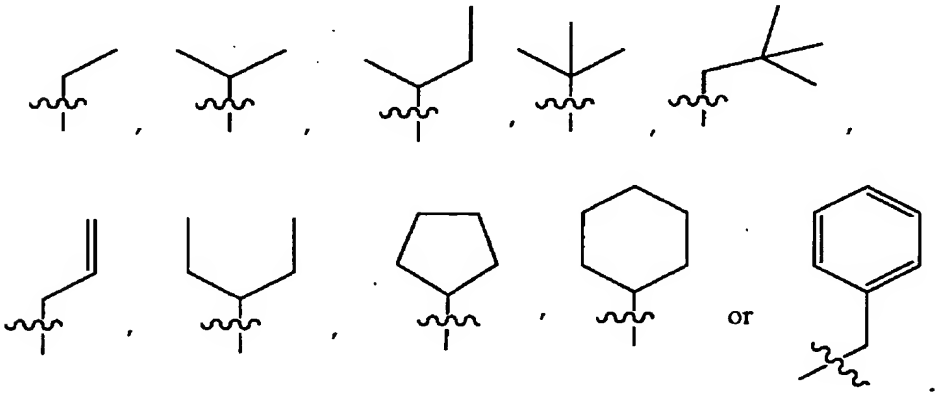
[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-, or

(C6-C10)-aryl-(C1-C12)aliphatic-,

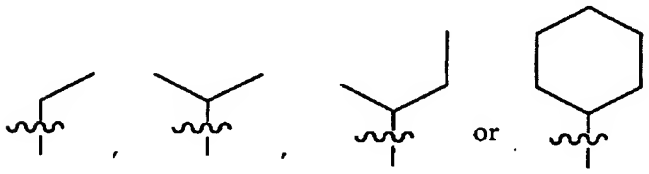
wherein up to three aliphatic carbon atoms in Z may be optionally replaced with S, -S(O)-, $-S(O)_2-$, -O-, -N-, or -N(H)-, in a chemically stable arrangement;

wherein Z may be independently and optionally substituted with up to 3 substituents independently selected from J.

5. (original) The compound according to claim 4, wherein R_9, is



6. (original) The compound according to claim 5, wherein R_9, is



7. (original) The compound according to claim 6, wherein R_9, is
ethyl.

8. (original) The compound according to claim 1, wherein in
R_9, R_{10}, and $R_{10'}$, X and Y are both a bond and Z is hydrogen; and in $R_{9'}$;
X is a bond;
Y is -C(O)-; and
Z is (C1-C12)-aliphatic-, or
(C3-C10)-heterocyclyl-(C1-C12)aliphatic-;
wherein up to three aliphatic carbon atoms in Z may be optionally replaced with S, -S(O)-, $-S(O)_2-$, -O-, -N-, or -N(H)-, in a chemically stable arrangement;
wherein any ring may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;
wherein Z may be independently and optionally substituted with up to 3 substituents independently selected from J.

9. (original) The compound according to claim 8, wherein Z is -O-(C1-C6)-aliphatic or $-N(R')_2$, wherein the two R' groups bound to the nitrogen atom may optionally form a 3- to 7-membered saturated or partially unsaturated ring system wherein up to 3 ring atoms may be optionally replaced with a heteroatom independently selected from N, NH, O, S, SO, and SO_2, wherein said ring system may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or a (C3-C10)heterocyclyl, wherein any ring has up to 3 substituents selected independently from J.

10. (original) The compound according to claim 8, wherein Z is $-N(R')_2$, wherein the two R' groups bound to the nitrogen atom may optionally form a 3- to 7-membered saturated or partially unsaturated ring system wherein up to 3 ring atoms may be optionally replaced with a heteroatom

independently selected from N, NH, O, S, SO, and SO_2, wherein said ring system may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or a (C3-C10)heterocyclyl, wherein any ring has up to 3 substituents selected independently from J.

11. (original) The compound according to claim 1, wherein in
R_9, and R_{10}, X and Y are a bond and Z is hydrogen; and in each of R_9, and R_{10}, independently;
X is a bond;
Y is a bond; and
Z is (C1-C12)-aliphatic-,
(C3-C10)-cycloalkyl- or -cycloalkenyl-,
[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,
(C6-C10)-aryl-,
(C6-C10)-aryl-(C1-C12)aliphatic-,
(C3-C10)-heterocyclyl-,
(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,
(C5-C10)-heteroaryl-, or
(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;
wherein up to three aliphatic carbon atoms in Z may be optionally replaced with S, -S(O)-, $-S(O)_2-$, -O-, -N-, or -N(H)-, in a chemically stable arrangement;
wherein any ring may be optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;
wherein Z may be independently and optionally substituted with up to 3 substituents independently selected from J.

12. (original) The compound according to claim 11, wherein Z, in each of R_9, and R_{10}, independently, is

(C1-C12)-aliphatic-,
(C3-C10)-cycloalkyl- or -cycloalkenyl-, or
[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-;

wherein up to three aliphatic carbon atoms in Z may be optionally replaced with S, -S(O)-, -S(O)$_2$-, -O-, -N-, or -N(H)-, in a chemically stable arrangement;

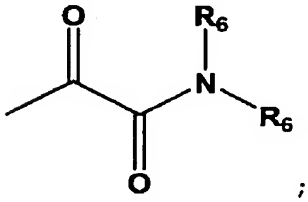
wherein Z may be independently and optionally substituted with up to 3 substituents independently selected from J.

13. (original) The compound according to claim 12, wherein Z, in each of $R_{9'}$ and $R_{10'}$ independently, is (C1-C6)-aliphatic-.

14. (original) The compound according to claim 1, wherein in
R_{10}, and $R_{10'}$, X and Y are a bond and Z is hydrogen; and in each of R_9 and $R_{9'}$;
X is a bond,
Y is a bond, and
Z is (C1-C6)-aliphatic-,

wherein Z may be independently and optionally substituted with up to 3 substituents independently selected from J.

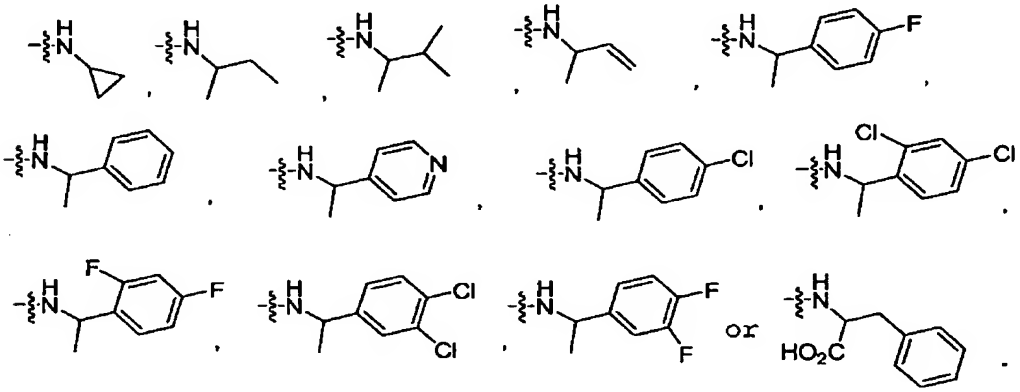
15. (original) The compound according to any one of claims 1-14, wherein W is:



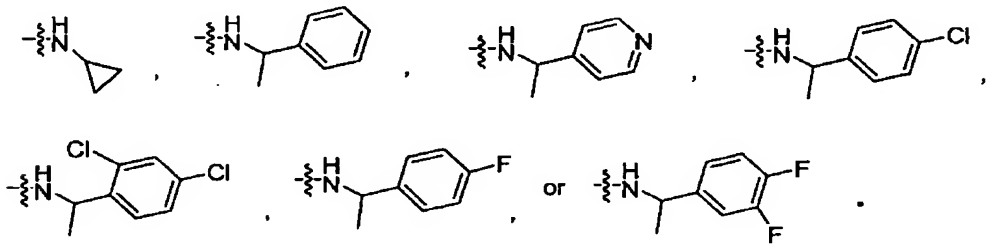
;

wherein in the W, the NR_6R_6 is selected from -NH-(C1-C6 aliphatic), -NH-(C3-C6 cycloalkyl), -NH-CH(CH_3)-aryl, or -NH-CH(CH_3)-heteroaryl, wherein said aryl or said heteroaryl is optionally substituted with up to 3 halogens.

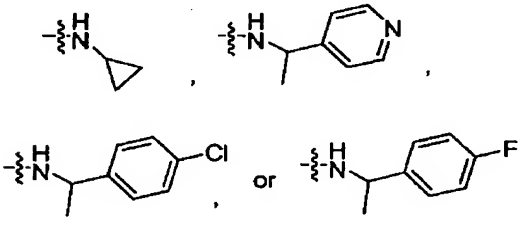
16. (original) The compound according to claim 15, wherein in the W, the NR_6R_6 is:



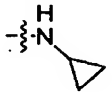
17. (original) The compound according to claim 16, wherein in the W, the NR_6R_6 is:



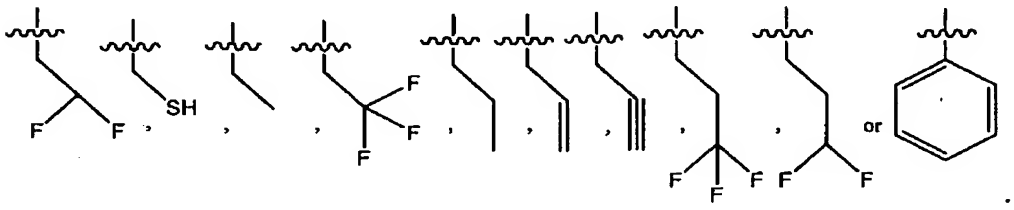
18. (original) The compound according to claim 17, wherein in the W, the NR_6R_6 is:



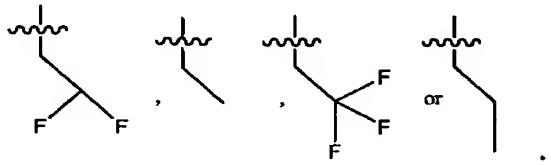
19. (original) The compound according to claim 18, wherein in the W, the NR_6R_6 is:



20. (currently amended) The compound according to ~~any one of~~ claims ~~1-19~~, wherein R_5' is hydrogen and R_5 is:



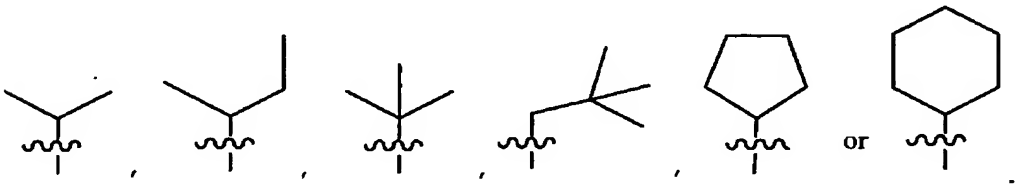
21. (original) The compound according to claim 20, wherein R_5' is hydrogen and R_5 is:



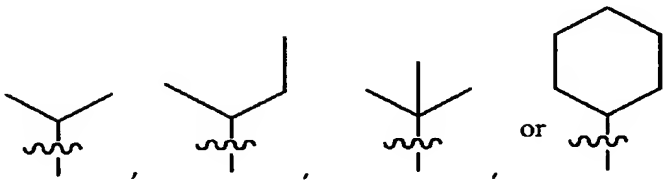
22. (currently amended) The compound according to ~~any one of~~ claims ~~1-21~~, wherein R_2, R_4, and R_7 are each independently H, methyl, ethyl, or propyl.

23. (original) The compound according to claim 22, wherein R_2, R_4, and R_7 are each hydrogen.

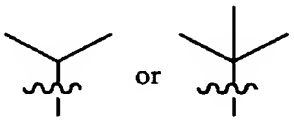
24. (currently amended) The compound according to ~~any one of~~ claims ~~1-33~~, wherein R_3 is:



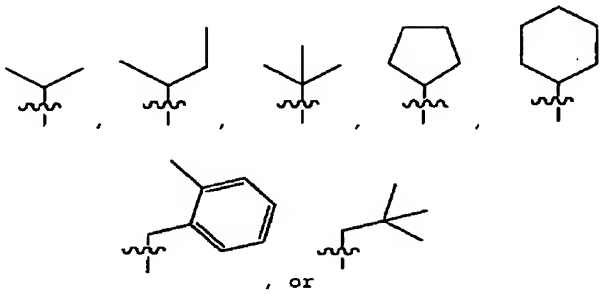
25. (original) The compound according to claim 24, wherein R_3 is:



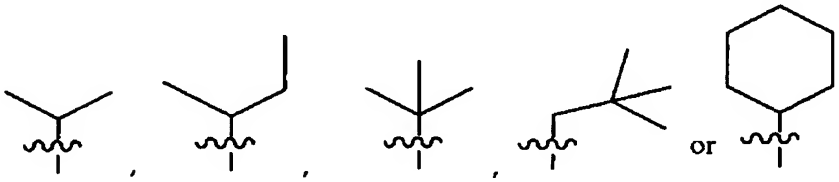
26. (original) The compound according to claim 25, wherein R_3 is:



27. (currently amended) The compound according to ~~any one of~~ claim~~s~~ 1~~—~~~~26~~, wherein R_1 is:

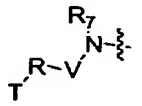


28. (original) The compound according to claim 27, wherein R_1 is:

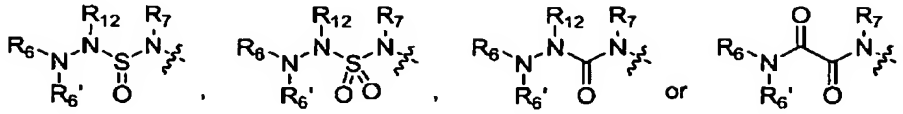


29. (original) The compound according to claim 18, wherein R_1 is isopropyl or cyclohexyl.

30. (original) The compound according to claim 1, wherein the



radical is:



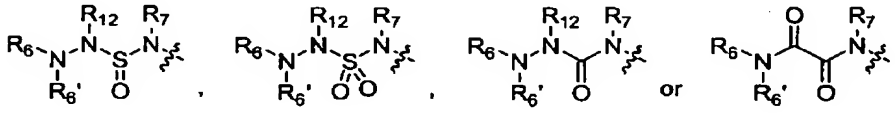
;

wherein:

R_6, $R_{6'}$, R_7, and R_{12}, are as defined in claim 1.

31. (original) The compound according to claim 30, wherein

in the



radical;

$R_{6'}$ and R_7 are both hydrogen;

R_6 is:

(C1-C12)-aliphatic-;

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-cycloalkyl or -cycloalkenyl-,

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)-aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 3 aliphatic carbon atoms in R_6 may be optionally replaced by S, -S(O)-, $-S(O)_2-$, -O-,

-N-, or -N(H)-,in a chemically stable arrangement; and

wherein R_6 may be optionally substituted with up to 3 substituents independently selected from J; and R_{12} is as defined in claim 1.

32. (original) The compound according to claim 31, wherein;

R_6 is:

(C1-C12)-aliphatic-;

(C6-C10)-aryl-(C1-C12)aliphatic-, or

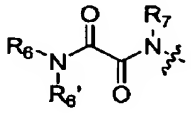
(C3-C10)-cycloalkyl or -cycloalkenyl-;

wherein up to 3 aliphatic carbon atoms in R_6 may be optionally replaced by S, -S(O)-, $-S(O)_2-$, -O-, -N-, or -N(H)-,in a chemically stable arrangement;

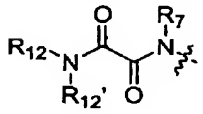
wherein R_6 may be optionally substituted with up to 3 substituents independently selected from J; and R_{12} is as defined in claim 1.

33. (original) The compound according to claim 32, wherein the

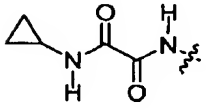
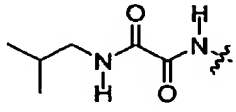
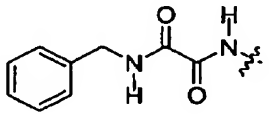
radical is:



34. (original) The compound according to claim 33, wherein the



radical is:

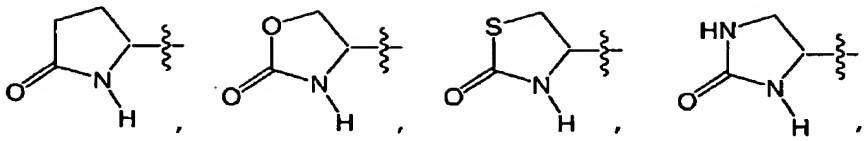
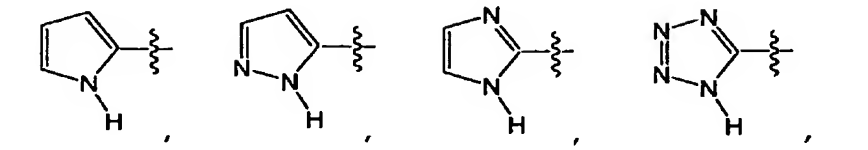
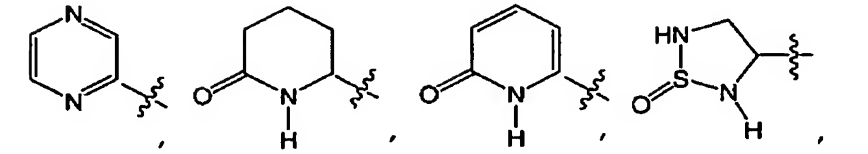
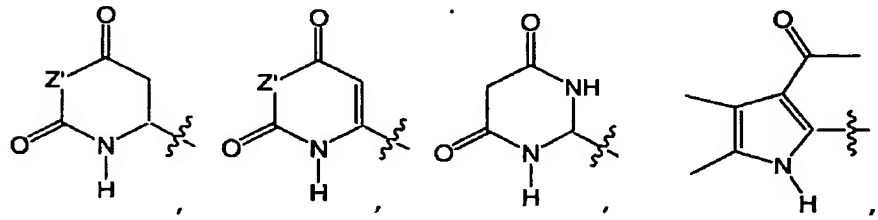
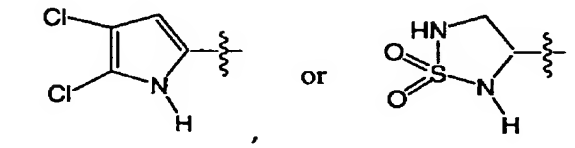

, 
or 
.

35. (currently amended) The compound according to ~~any one of~~ claim~~s~~ 1~~-29~~, wherein;
V is -C(O)-; and
R is a bond.

36. (currently amended) The compound according to ~~any one of~~ claim~~s~~ 1~~-29~~, wherein;
V is -C(O)-;
R is a bond; and
T is:
(C3-C10)-heterocyclyl- or (C5-C10)heteroaryl-;
wherein each T is optionally substituted with up to 3 J substituents.

37. (original) The compound according to claim 36, wherein T is (C5-C6)heterocyclyl- or (C5-C6)heteroaryl-;
wherein each T is optionally substituted with up to 3 J substituents.

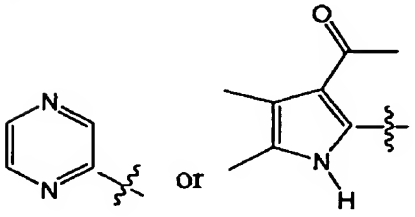
38. (original) The compound according to claim 37, wherein T is:

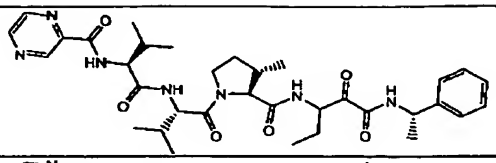
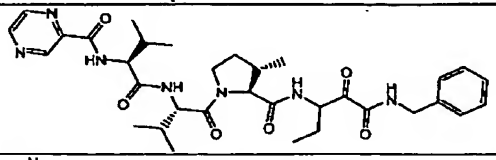
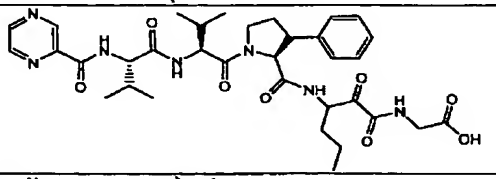
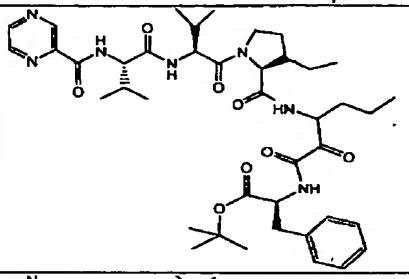
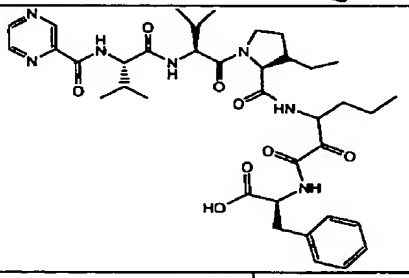
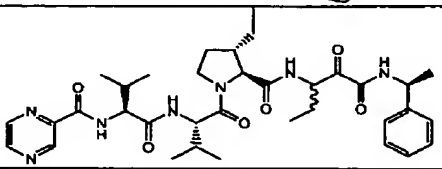
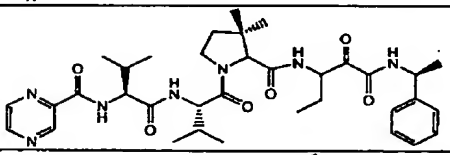
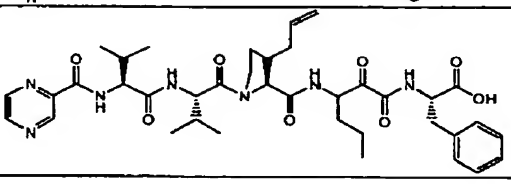
wherein:

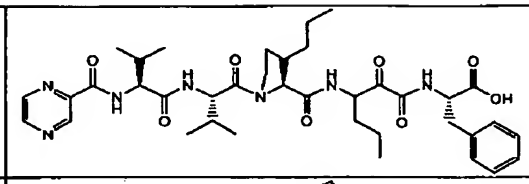
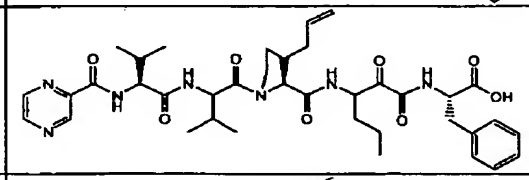
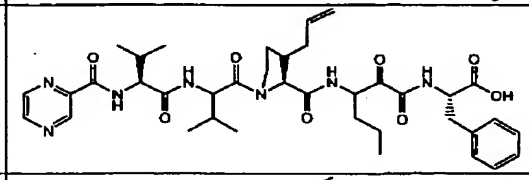
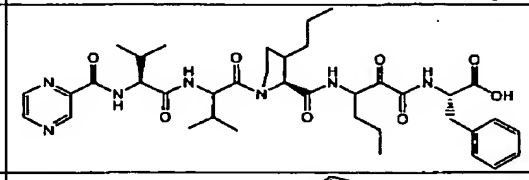
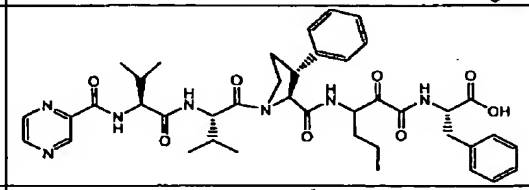
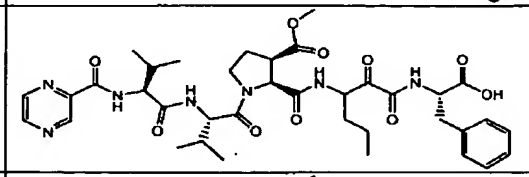
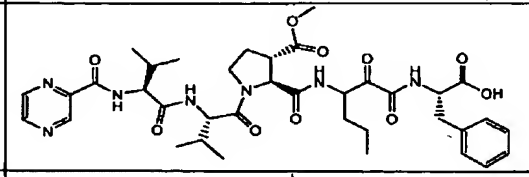
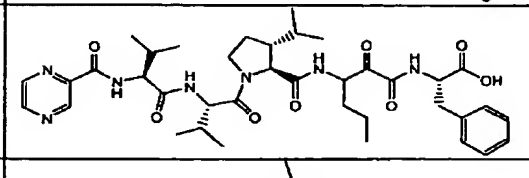
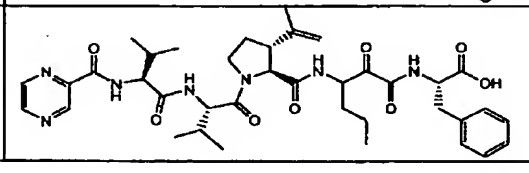
Z' is independently O, S, NR', or $C(R')_2$.

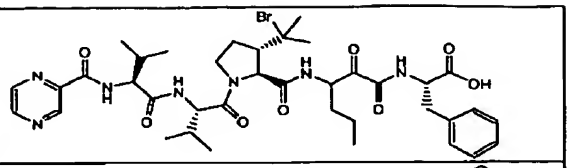
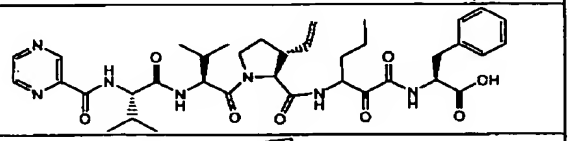
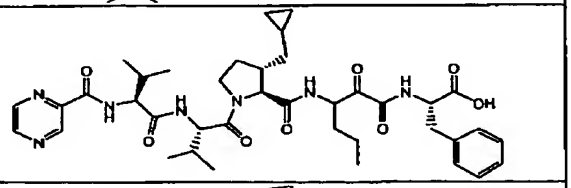
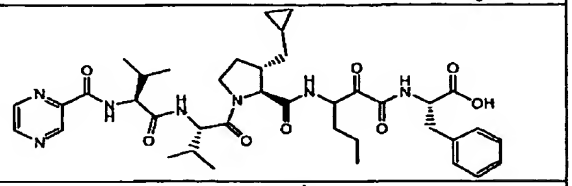
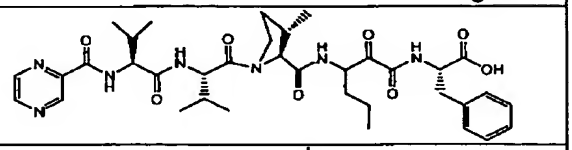
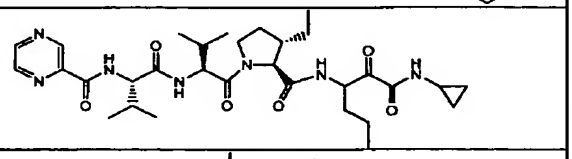
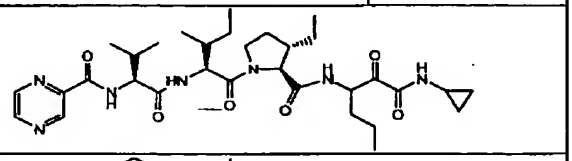
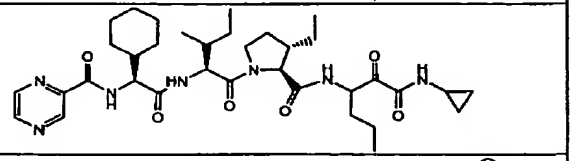
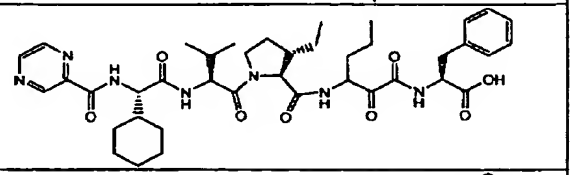
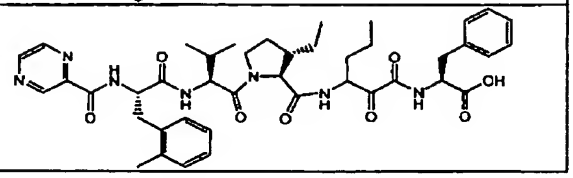
39. (original) The compound according to claim 38, wherein T is:

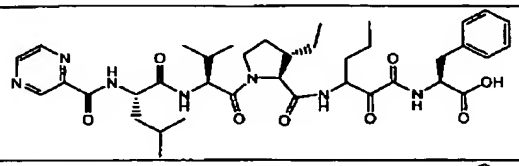
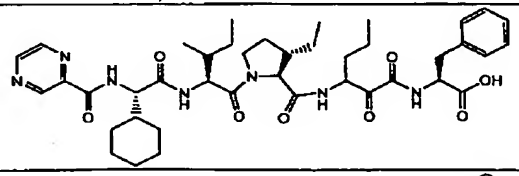
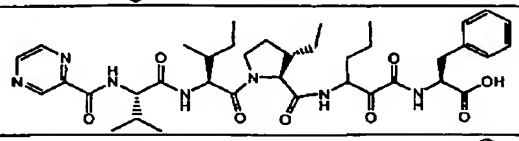
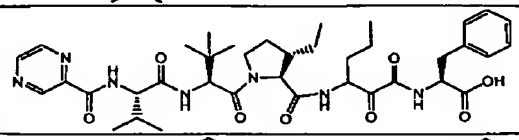
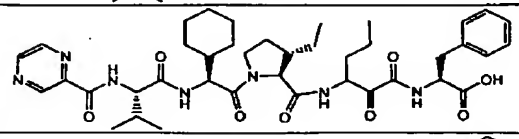
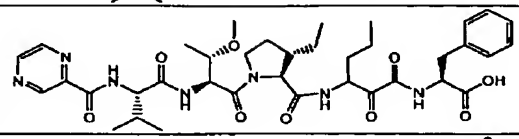
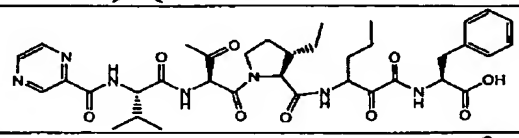
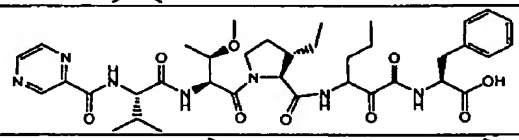
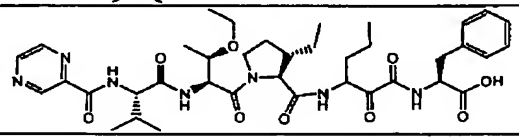
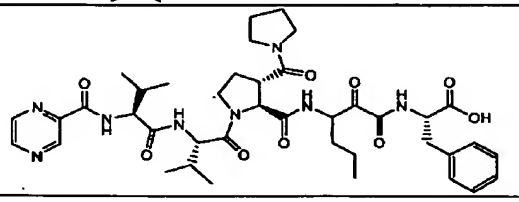


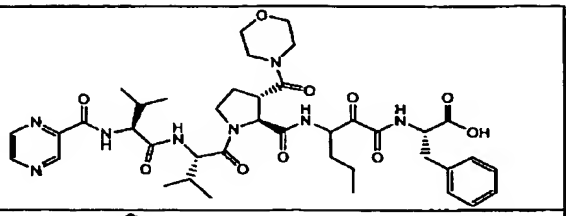
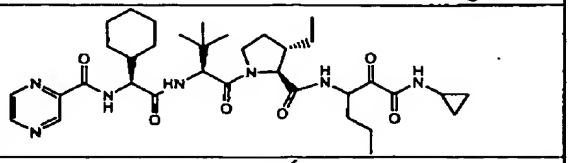
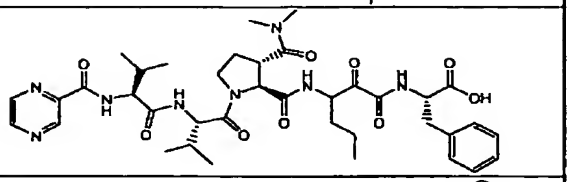
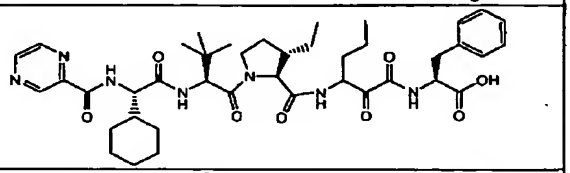
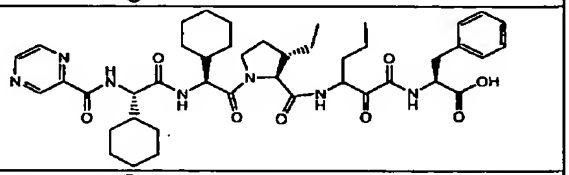
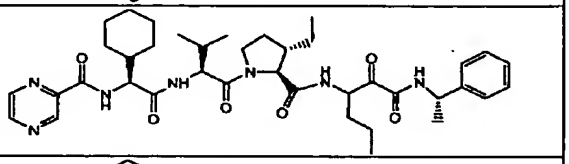
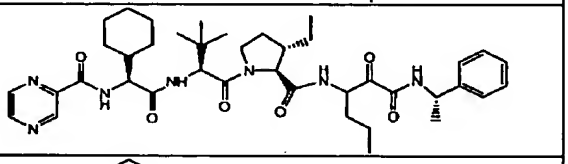
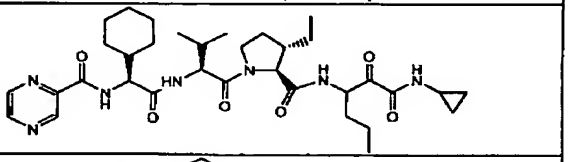
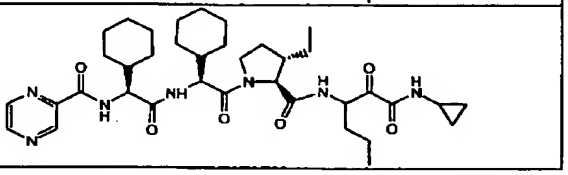
40. (original) The compound according to claim 1, wherein the compound is:

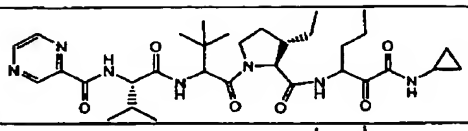
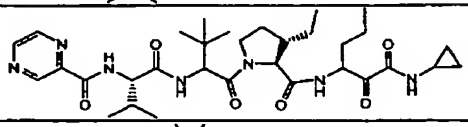
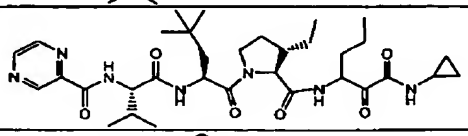
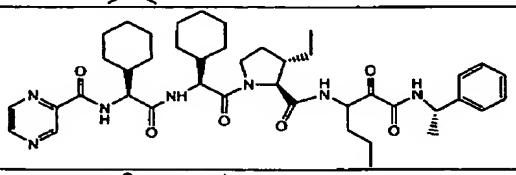
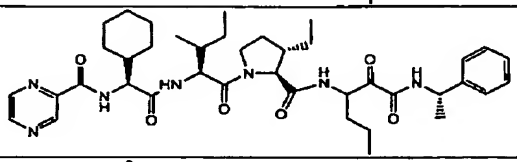
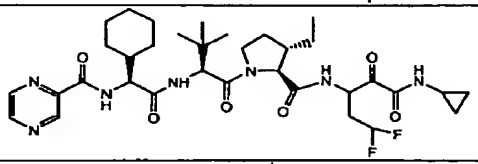
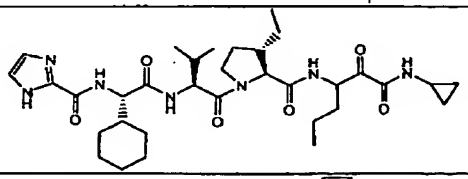
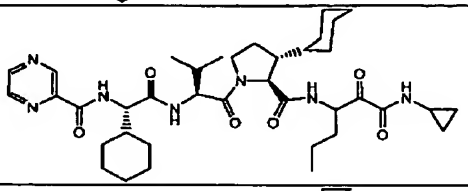
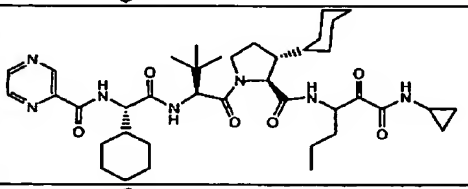
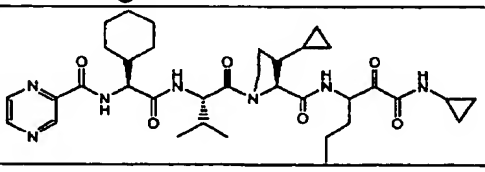
1	
2	
3	
4	
5	
6	
7	
8	

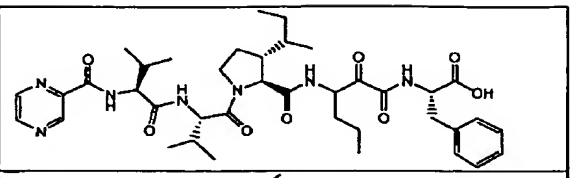
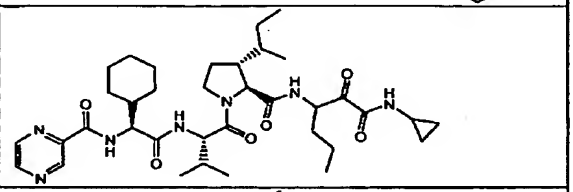
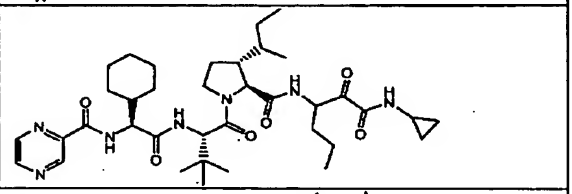
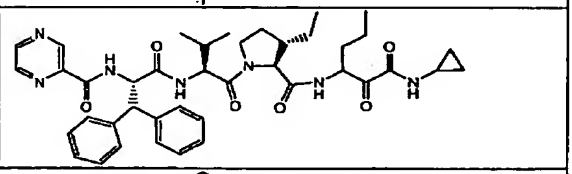
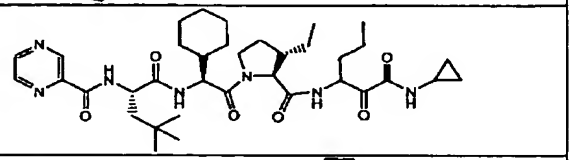
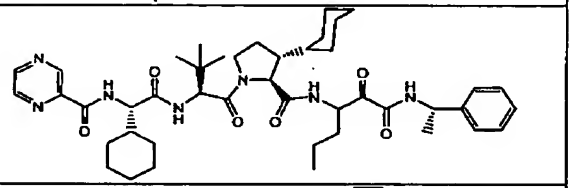
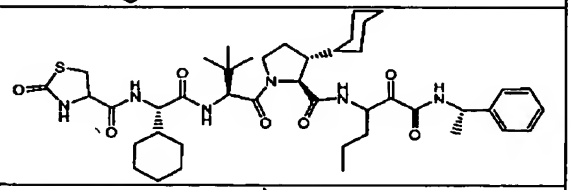
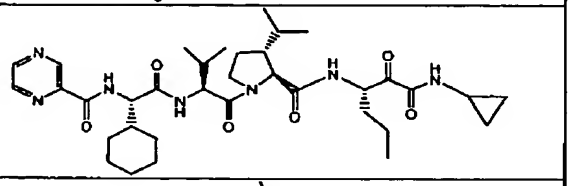
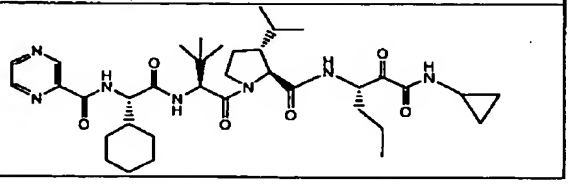
9	
10	
11	
12	
13	
14	
15	
16	
17	

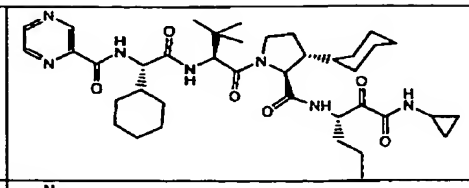
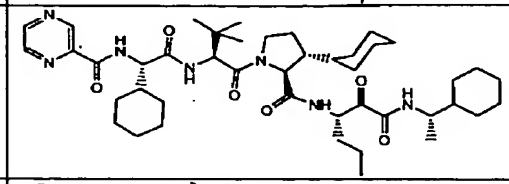
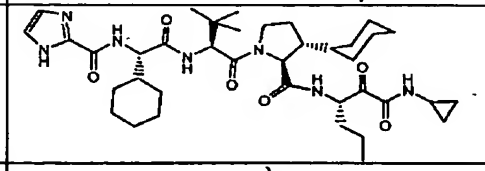
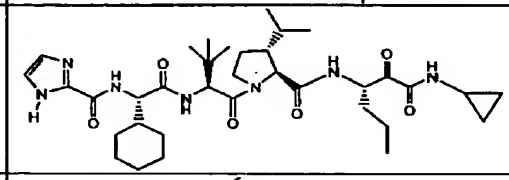
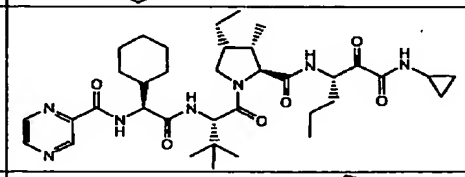
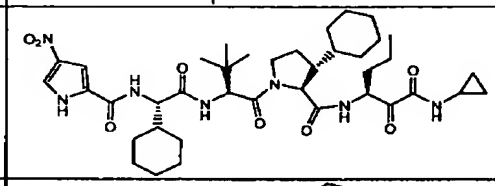
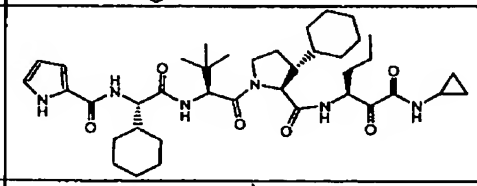
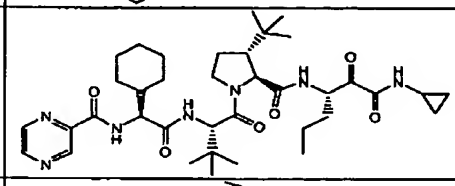
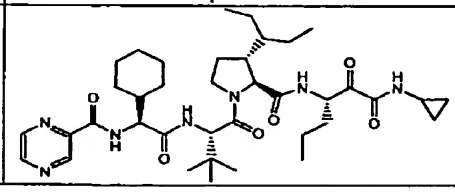
18	
19	
20	
21	
22	
23	
24	
25	
26	
27	

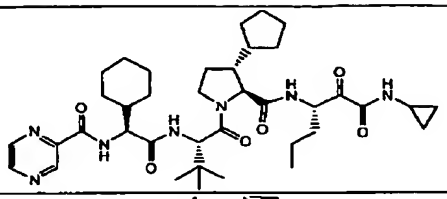
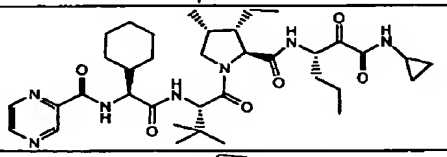
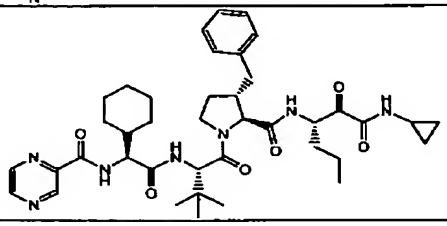
28	
29	
30	
31	
32	
33	
34	
35	
36	
37	

38	
39	
40	
41	
42	
43	
44	
45	
46	

47	
48	
49	
50	
51	
52	
53	
54	
55	
56	

57	
58	
59	
60	
61	
62	
63	
64	
65	

66	
67	
68	
69	
70	
71	
72	
73	
74	

75	
76	
77	

41. (currently amended) A pharmaceutical composition comprising a compound according to ~~any one of~~ claims ~~1-40~~ or a pharmaceutically acceptable salt or mixtures thereof in an amount effective to inhibit a serine protease; and a acceptable carrier, adjuvant or vehicle.

42. (original) The composition according to claim 41, wherein said composition is formulated for administration to a patient.

43. (original) The composition according to claim 42, wherein said composition comprises an additional agent selected from an immunomodulatory agent; an antiviral agent; a second inhibitor of HCV protease; an inhibitor of another target in the HCV life cycle; and a cytochrome P-450 inhibitor; or combinations thereof.

44. (original) The composition according to claim 41, wherein said immunomodulatory agent is α-, β-, or γ-interferon or thymosin; said antiviral agent is ribavirin, amantadine, or telbivudine; or said inhibitor of another

target in the HCV life cycle is an inhibitor of HCV helicase, polymerase, or metalloprotease.

45. (original) The composition according to claim 43, wherein said cytochrome P-450 inhibitor is ritonavir.

46. (currently amended) A method of inhibiting the activity of a serine protease comprising the step of contacting said serine protease with a compound according to ~~any one of~~ claims ~~1-40~~.

47. (original) The method according to claim 46, wherein said serine protease is an HCV NS3 protease.

48. (original) A method of treating an HCV infection in a patient comprising the step of administering to said patient a composition according to claim 42.

49. (original) The method according to claim 48, comprising the additional step of administering to said patient an additional agent selected from an immunomodulatory agent; an antiviral agent; a second inhibitor of HCV protease; an inhibitor of another target in the HCV life cycle; or combinations thereof; wherein said additional agent is administered to said patient as part of said composition according to claim 42 or as a separate dosage form.

50. (original) The method according to claim 49, wherein said immunomodulatory agent is α-, β-, or γ-interferon or thymosin; said antiviral agent is ribavarin or amantadine; or said inhibitor of another target in the HCV life cycle is an inhibitor of HCV helicase, polymerase, or metalloprotease.

512. (currently amended) A method of eliminating or reducing HCV contamination of a biological sample or medical or laboratory equipment, comprising the step of contacting said biological sample or medical or laboratory equipment with a composition according to claim 41.

523. (currently amended) The method according to claim 512, wherein said sample or equipment is selected from blood, other body fluids, biological tissue, a surgical instrument, a surgical garment, a laboratory instrument, a laboratory garment, a blood or other body fluid collection apparatus; a blood or other body fluid storage material.

534. (currently amended) The method according to claim 523, wherein said body fluid is blood.